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WANG YONGKUI

**(1) ACCEPTANCE LEVEL OF THE PARTIAL OFFER
AT THE FIRST CLOSING DATE;
AND
(2) LAPSE OF VOLUNTARY CONDITIONAL CASH PARTIAL
OFFER BY
RAINBOW CAPITAL (HK) LIMITED
FOR AND ON BEHALF OF
MR. WANG YONGKUI
TO ACQUIRE 158,000,000 SHARES IN
WISDOM WEALTH RESOURCES INVESTMENT
HOLDING GROUP LIMITED (OTHER THAN THOSE
ALREADY OWNED BY MR. WANG YONGKUI AND
PARTIES ACTING IN CONCERT WITH HIM)**

Financial Adviser to the Offeror



References are made to (i) the Offer Document issued by Mr. Wang Yongkui (the “Offeror”) dated 6 June 2024; (ii) the joint announcements dated 20 June 2024, 4 July 2024, 18 July 2024 and 31 July 2024 issued by the Offeree Company and the Offeror in relation to the delay in despatch of the Offeree Document; and (iii) the Offeree Document issued by the Offeree Company dated 30 August 2024. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

ACCEPTANCE LEVEL OF THE PARTIAL OFFER

Immediately before the commencement of the Offer Period on 2 May 2024, the Offeror and parties acting in concert with him were not interested directly or indirectly in any voting rights or rights over any Shares, convertible securities, warrants or options of the Offeree Company or any derivatives in respect of such securities.

In light of the delay in posting of the Offeree Document to 30 August 2024 pursuant to Rule 8.4 of the Takeovers Code, the latest time by which the Partial Offer can be declared unconditional as to acceptances has been extended to 7:00 p.m. on 13 September 2024.

As at 4:00 p.m. (Hong Kong time) on Friday, 13 September 2024, being the extended First Closing Date, the Offeror has received 16 valid acceptances in respect of an aggregate of 68,983,182 Offer Shares under the Partial Offer (the “**Acceptance Shares**”), representing approximately 2.056% of the total number of issued Shares as at the date of this announcement.

Save for the Acceptance Shares, none of the Offeror and parties acting in concert with him (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares from the commencement of the Offer Period and up to and including the date of this announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offeree Company from the commencement of the Offer Period and up to and including the date of this announcement.

LAPSE OF THE PARTIAL OFFER

As set out in the Offer Document, the Partial Offer is conditional on a minimum of 158,000,000 Offer Shares in respect of which valid acceptances of the Partial Offer having been received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (the “**Acceptance Condition**”). As the Acceptance Condition has not been fulfilled, the Partial Offer has not become unconditional and has lapsed accordingly on Friday, 13 September 2024.

In accordance with Rule 31.1 and 31.2 of the Takeovers Code, where the Partial Offer has not become or been declared unconditional or has lapsed, except with the consent of the Executive, neither the Offeror nor parties acting in concert with him may within 12 months from the date of this announcement (i) announce an offer or possible offer for the Offeree Company (including a partial offer which could result in the Offeror holding Shares carrying 30% or more of the voting rights of the Offeree Company), or (ii) acquire any voting rights of the Offeree Company if the Offeror or parties acting in concert with him would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

RETURN OF DOCUMENTS

Given that the Partial Offer has lapsed, the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the Registrar will be returned to the relevant accepting Shareholders by ordinary post at such accepting Shareholders' own risk as soon as possible but in any event within seven (7) business days after the Partial Offer has lapsed (i.e. by Wednesday, 25 September 2024).

Wang Yongkui
Offeror

Hong Kong, 13 September 2024

Mr. Wang Yongkui accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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